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July 16, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 23564 FILED

JUL 19 '01

4-09 PM

SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 2, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **KANSAS CITY POWER AND LIGHT COMPANY**
1201 Walnut Street, P.O. Box 418679, Kansas City, Mo. 64141-9679

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **KANSAS CITY POWER AND LIGHT COMPANY.** covering 125 aluminum coal gondolas with reporting marks and numbers – CEFX 40988 – CAN 193936, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey



LEXIS[®] Document Services

New Business Development/Research Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2nd day of May, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and KANSAS CITY POWER AND LIGHT COMPANY, a Missouri corporation, with an address at 1201 Walnut Street, P.O. Box 418679, Kansas City, MO 64141-9679 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Agreement") dated as of May 2, 2001 covering the equipment listed on Schedule A hereto (the "Cars").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below and have the authority to sign on behalf of Lessee, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

KANSAS CITY POWER AND LIGHT COMPANY

By: Frank L. Branca
Name: FRANK L. BRANCA
Title: VP

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Reviewed By Counsel
W. D. [Signature]

Schedule A

Quantity
125

Equipment Description
4,480 c.f. aluminum coal gondolas

Car Marks & Numbers
Listed below

1	CEFX	40988
2	CEFX	41007
3	CEFX	41058
4	CEFX	41060
5	CEFX	41061
6	CEFX	41062
7	CEFX	41063
8	CEFX	41064
9	CEFX	41065
10	CEFX	41066
11	CEFX	41067
12	CEFX	41068
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119	CEFX	41189
120	CEFX	41227
121	CEFX	41255
122	CEFX	41316
123	CEFX	41317
124	CAN	193936
125	CAN	193961